

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

April 14, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION No. 20322-A

APR 15 10 45 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

RE: Termination of Lease of Railroad Equipment dated as of March 17, 1996
("Termination of Lease") by Helm Financial Corporation.

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination of Lease dated by Helm Financial Corporation.

In connection with the recording of the Termination of Lease, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Dakota, Minnesota & Eastern Railroad Corporation
337 22nd Avenue South
Brookings, SD 57006-0178

Equipment: Four (4) locomotives (See attached Schedule A to the Termination of Lease for reporting mark and numbers.)

Previous ICC Filing: Memorandum of Locomotive Lease Agreement filed on October 24, 1996 under Recordation No. 20322.

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of \$24.00 is enclosed.

Sincerely,



Patrick Hapin
Document Administrator

/ph
Enclosures (2)

APR 15 '97 10-45 AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of March 17, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

- Recitals. Lessor entered into the Locomotive Lease Agreement dated as of April 1, 1996 (the "Lease") with Dakota, Minnesota & Eastern Railroad Corporation, a Delaware corporation, with respect to the four (4) locomotives described in Schedule A attached hereto (the "Units"). The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 20322 filed on October 24, 1996 at 9:40 a.m.

The Lease was terminated on October 30, 1996. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

- Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

HELM FINANCIAL CORPORATION

ph By: John F. Davis

Title: Senior Vice President & CFO

Date: 17 March 1997

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

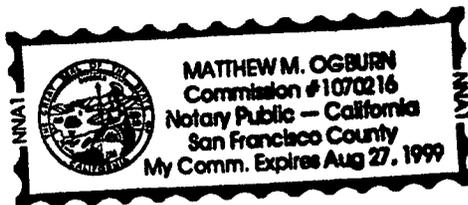
On March 17, 1997, before me, Matthew M. Ogburn
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of HELM FINANCIAL CORPORATION,

personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Matthew M. Ogburn
SIGNATURE OF THE NOTARY



SCHEDULE A

Equipment Description: Locomotives

<u>Unit Number:</u>	<u>Type:</u>
HLCX 4411	GP40-3
HLCX 3951	GP39-2
HATX 175	GP38AC
HATX 176	GP38AC